

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION of OIL, GAS and MINING
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801
(801) 538-5291

**APPLICATION FOR TRANSFER
OF
NOTICE OF INTENTION TO COMMENCE SMALL MINING OPERATIONS**

Application is hereby made to transfer the permit to commence small mining operations for the
Pine Ridge Mine mine, permit # S/0370/120, currently
operated by Kimmerle Mining, LLC (transferor)
to Denison Mines (USA) Corp. (transferee).

As used herein, TRANSFEROR refers to the current operator; TRANSFEE refers to the
proposed new operator; NOI refers to the Notice of Intention to Commence Large Mining
Operations; PERMIT refers to the approved (or accepted) NOI, including the reclamation
contract and reclamation surety.

Upon approval of the Application for Transfer:

1. The Transferor agrees to transfer all rights and obligations to operate under the terms of the NOI to the Transferee, The Transferor will not retain any rights to conduct mining operations within the area covered by the approved NOI.
2. Both parties understand the transfer of the ***NOI is not complete until all the applicable requirements are met***, including the submittal and Division approval of an appropriate reclamation surety and a reclamation contract.
3. The transferee has read and has a copy of the current NOI.
4. The Transferee has inspected the site and is fully aware of all existing conditions and responsible for compliance with the conditions of the permit and the obligations regardless of the nature of the conditions at the site.
5. Transferee shall conduct mining operations on lands included in the NOI in accordance with the Utah Mined Land Reclamation Act, (ACT) Sections 40-8-1 et seq., Utah Code Annotated, (2005, as amended), and the rules promulgated under the ACT (R647- et seq., and the approved NOI.
6. The Transferee shall provide a surety in a form and amount approved by the Division to assure reclamation of the lands affected by the mining operations.

The **Transferor** will remain liable for compliance at the mine site until this transfer application is approved.

APPROVED

SEP 12 2011

DIV. OIL GAS & MINING

RECEIVED

JUL 05 2011

DIV. OF OIL, GAS & MINING

The signatory below represents that he/she has authority to execute this transfer on behalf of the Transferor, if not a natural person. Statements made in the application are true and correct to the best of my knowledge and belief.

TRANSFEROR:

Kimmerle Mining, LLC

Operator/Transferor Name

By

Kyle Kimmerle
Name of Authorized Officer (Typed or Printed)

Managing member
Title of Authorized Officer

Kyle Kimmerle
Officer's Signature

4-28-2011
Date

STATE OF Utah)

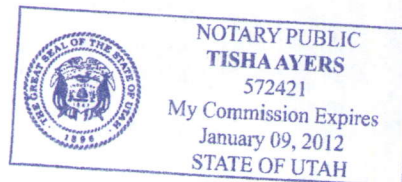
COUNTY OF Grand) ss:

On the 28th day of April, 2011, Kyle Kimmerle
personally appeared before me, who being by me duly sworn did say that he/she is
an Managing member (owner, officer, director, partner, agent or other (specify))
of the Operator of Kimmerle Mining LLC
and duly acknowledged that said instrument was signed on behalf of said Operator
by authority of its bylaws, a resolution of its board of directors, or as may otherwise
be required to execute the same with full authority and to be bound hereby.

Tisha Ayers
Notary Public

moab, utah
Residing at

1-9-2012
My Commission Expires:



APPROVED

SEP 12 2011

DIV. OIL GAS & MINING

The signatory below represents that he/she has authority to execute this transfer on behalf of the Operator/Transferee, if not a natural person; and the operator/transferee is a properly organized entity in good standing under the laws of Utah and the United States, is registered as an entity authorized to do business in the State of Utah. Statements made in the application are true and correct to the best of my knowledge and belief.

TRANSFeree:

Denison Mines (USA) Corp.

Operator/Transferor Name

By Philip Buck

Name of Authorized Officer (Typed or Printed)

Vice President, Mining

Title of Authorized Officer

Philip Buck

Officer's Signature

4/27/11

Date

STATE OF Colorado)

) ss:

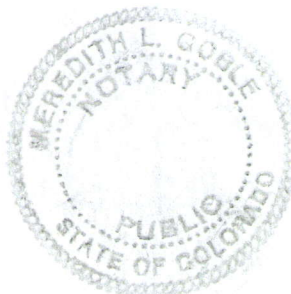
COUNTY OF Denver)

On the 27th day of April, 20 11, Philip Buck personally appeared before me, who being by me duly sworn did say that he/she is an Officer (owner, officer, director, partner, agent or other (specify)) of the Operator Denison Mines (USA) Corp. and duly acknowledged that said instrument was signed on behalf of said Operator by authority of its bylaws, a resolution of its board of directors, or as may otherwise be required to execute the same with full authority and to be bound hereby.

Meredith L. Goble
Notary Public

2045 Alpine Dr. Erie CO 80514
Residing at

3/27/13
My Commission Expires:



APPROVED

SEP 12 2011

DIV. OIL GAS & MINING